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Attorneys for Plaintiff LifeVantage Corp.

IN THE THIRD JUDICIAL DISTRICT COURT
IN AND FOR SALT LAKE COUNTY, STATE OF UTAH

LIFEVANTAGE CORPORATION, a
Colorado corporation,

Plaintiff,

v.

WILLIAM DELANEY, an individual; and
CYNTHIA DELANEY, and individual

Defendants.

**DECLARATION OF MELISSA
BREWTON**

Civil No. _____

Judge _____

I, Melissa Brewton, declare under penalty of perjury the following:

1. I am over twenty-one (21) years of age, am of sound mind, understand the taking of an oath, have personal knowledge of every statement made in this Declaration, all of which statements are true and correct, and am fully competent to testify to matters stated herein.

2. I am currently a United States enrolled independent distributor with LifeVantage. I reside in Waco, Texas, and I have worked with LifeVantage as a distributor since August 2009.

3. My Enroller for LifeVantage is Ellen Crow.

4. I am part of Bill and Cynthia Delaney's downline with LifeVantage.

5. On the morning of May 15, 2016, I received a text message from my Enroller, Ellen Crow. Ellen told me that she wanted 15 minutes of my time to talk. I agreed and we began a video call (*e.g.*, Facetime call).

6. During the call, Ellen told me that she and her husband, Doug, were going to join Bill and Cynthia Delaney in diversifying their business opportunities in another network marketing company. Ellen stressed that she and her husband were not leaving LifeVantage and they would still support the team, but that they would be joining this new venture with the Delaneys.

7. Ellen then handed the phone to Bill Delaney, who was present at Ellen's house. I was aware that Bill and Cynthia Delaney were staying at Doug and Ellen Crow's house from Friday, May 13, 2016 until at least Sunday, May 15, 2016.

8. Bill informed me that he and Cynthia were entrepreneurs and that they had an "incredible opportunity" to diversify. Bill would not tell me what the business opportunity was directly but I understood it was another networking marketing opportunity. Bill also said that the new business venture was like UBER but for medicine. I also learned from either Bill or Ellen that past executive members of LifeVantage were involved in the new business venture.

9. Bill Delaney was very clear in telling me that only my Enroller, Ellen Crow, could contact me in regards to the new business venture.

10. Bill Delaney and Ellen Crow invited me to come out and talk more about it. I told Bill and Ellen that I needed to process what they were saying.

11. On the evening of Sunday, May 15th, I received a phone call from LeeAnn Ray, a distributor on my team. LeeAnn told me that she was at the Crow's house and was with the

Delaneys. She had stepped outside to talk to me. LeeAnn said that she and her husband David were going to join the Delaneys in their new business venture.

12. On the morning of Monday, May 16th, a leader in my group called me crying. She said that her brother and sister-in-law, Trey and Cari Fielding, were going to be leaving LifeVantage to join the Delaneys in their new business venture.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 23 day of May, 2016



Melissa Brewton